

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663

WUD 125547

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RECORDATION NO. 10255-D Filed 1425

DEC 27 1979 - 8 55 AM

INTERSTATE COMMERCE COMMISSION

No. 3-361A010

Date DEC 27 1979

Fee \$ 10.00

ICC Washington, D. C.

December 26, 1979

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This one is 10255-D

Amendment Agreement Dated as of December 1, 1979
Amending Conditional Sale Agreement No. 1
Filed under Recordation No. 10255 and
Lease No. 1 Filed under Recordation No. 10255-B

Dear Madam:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Burlington Northern, Inc. for filing and recordation seven counterparts of the following document:

Amendment Agreement dated as of December 1, 1979, among Burlington Northern Inc., as Lessee, The Connecticut Bank and Trust Company, as Owner-Trustee, and Mercantile-Safe Deposit and Trust Company, as Agent.

The Amendment Agreement amends a Conditional Sale Agreement No. 1, dated as of February 1, 1979, previously filed and recorded with the Interstate Commerce Commission on April 4, 1979, at 1:40 p.m., Recordation Number 10255 and a Lease of Railroad Equipment No. 1, dated as of February 1, 1979, previously filed and recorded as above with the Interstate Commerce Commission on April 4, 1979, at 1:40 p.m., Recordation Number 10255-B.

The Amendment Agreement amends Annex B to Conditional

DEC 27 1979

Sale Agreement No. 1 and Appendix A to Lease No. 1 to show only the units of railroad equipment actually delivered and accepted under Conditional Sale Agreement No. 1 and Lease No. 1.

Please file and record the Amendment Agreement submitted with this letter and assign it Recordation Number 10255-D.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the Amendment Agreement.

Please stamp all seven counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the six remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,

Laurance V. Goodrich

Laurance V. Goodrich
as Agent for Burlington Northern Inc.

Agatha L. Mergenovich
Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423.

Encl.

Interstate Commerce Commission
Washington, D.C. 20423

12/27/79

OFFICE OF THE SECRETARY

Laurance V. Goodrich
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/27/79 at 8:55am, and assigned re-recording number(s). 10255-D

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

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[CS&M Ref. 2164-082]

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of December 1, 1979, between THE CONNECTICUT BANK AND TRUST COMPANY, not individually but solely in its capacity as Trustee ("Owner-Trustee") under Trust Agreement No. 1 dated as of February 1, 1979, with General Electric Credit Corporation and Connell Rice & Sugar Co., Inc. (Connell Leasing Division) (collectively "Owners"), Burlington Northern Inc., ("Lessee") and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY ("Agent").

WHEREAS the Owner-Trustee, General Motors Corporation (Electro-Motive Division) and General Electric Company (collectively "Builders"), have entered into a Conditional Sale Agreement No. 1 dated as of February 1, 1979 ("Conditional Sale Agreement No. 1");

WHEREAS the Builders and the Agent have entered into an Agreement and Assignment No. 1 dated as of February 1, 1979 ("Agreement and Assignment No. 1");

WHEREAS the Builders have been paid in full for the railroad equipment delivered under Conditional Sale Agreement No. 1 and the Builders have no further interest in Conditional Sale Agreement No. 1 or Agreement and Assignment No. 1;

WHEREAS the Owner-Trustee and the Lessee have entered into a Lease of Railroad Equipment No. 1 dated as of February 1, 1979 ("Lease No. 1");

WHEREAS the Owner-Trustee and the Agent have entered into an Assignment of Lease and Agreement No. 1 dated as of February 1, 1979 ("Lease Assignment No. 1");

WHEREAS the Conditional Sale Agreement No. 1, Agreement and Assignment No. 1, Lease No. 1 and Lease Assignment No. 1 were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 4, 1979, at 1:40 p.m. and were assigned recordation numbers 10255, 10255-A, 10255-B and 10255-C, respectively, and were deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on April 6, 1979, at 9:45 a.m.;

WHEREAS certain units of railroad equipment are listed in Conditional Sale Agreement No. 1 and Lease No. 1 as being subject thereto but such units were in fact not delivered and accepted pursuant to the terms thereof on or before June 30, 1979;

WHEREAS the parties hereto desire to amend Conditional Sale Agreement No. 1 and Lease No. 1 to show only the units of railroad equipment actually delivered and accepted under Conditional Sale Agreement No. 1 and Lease No. 1;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Annex B to Conditional Sale Agreement No. 1 is hereby amended and restated in its entirety as shown in Exhibit A hereto.

2. Appendix A to Lease No. 1 is hereby amended and restated in its entirety as shown in Exhibit B hereto.

3. Agreement and Assignment No. 1 and Lease Assignment No. 1 are hereby amended to permit the aforesaid amendment to Conditional Sale Agreement No. 1 and Lease No. 1 as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of Conditional Sale Agreement No. 1 and § 18 of Lease No. 1.

5. Except as amended hereby, Conditional Sale Agreement No. 1, Lease No. 1, Agreement and Assignment No. 1 and Lease Assignment No. 1 shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE CONNECTICUT BANK AND TRUST
COMPANY, as Owner-Trustee as
aforesaid,

by


Authorized Officer

[Corporate Seal]

Attest:


Authorized Officer

BURLINGTON NORTHERN INC.,

by

Vice President and Treasurer

[Corporate Seal]

Attest:

Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

STATE OF CONNECTICUT,)
) ss.:
COUNTY OF HARTFORD,)

On this 21st day of December 1979, before me personally appeared **DONALD E. SMITH**, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Barbara A. Kacich
Notary Public

[Notarial Seal]

My Commission expires

BARBARA S. KACICH
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1982

STATE OF MINNESOTA,)
) ss.:
COUNTY OF RAMSEY,)

On this day of 1979, before me personally appeared R. C. Burton, Jr., to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of BURLINGTON NORTHERN INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MARYLAND,))
) ss.:
CITY OF BALTIMORE,)

On this day of 1979, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires

ANNEX B

TO

CONDITIONAL SALE AGREEMENT

Type	Builder	Builder's Specifi- cations	Builder's Plant	Quantity	Lessee's Road Numbers (Both Inclusive)	Estimated* Unit Base Price	Estimated Total Base Price	Time and Place of Delivery
3,000 h.p. Model SD 40-2 diesel- electric loco- motive	EMD	8087	La Grange, Illinois	40	BN 7161-7166 7889-7921 7923	\$663,141.24	\$26,525,649.60	April through June 1979, at Fridley, Minnesota
3,000 h.p. Model C30-7 diesel- electric loco- motive	GE	3390G	Erie, Pennsyl- vania	25	BN 5001-5007 5582-5599	\$687,949.26	17,198,731.50	June 1979, F.O.B. Builder's plant at Erie, Pennsylvania
							<u>\$43,724,381.10</u>	

* The Estimated Unit Base Price includes prepaid freight to Fridley, Minnesota

Exhibit B

APPENDIX A

TO

LEASE

Type	Builder	Builder's Specifi- cations	Builder's Plant	Quantity	Lessee's Road Numbers (Both Inclusive)	Estimated* Unit Base Price	Estimated Total Base Price	Time and Place of Delivery
3,000 h.p. Model SD 40-2 diesel- electric loco- motive	EMD	8087	La Grange, Illinois	40	BN 7161-7166 7889-7921 7923	\$663,141.24	\$26,525,649.60	April through June 1979, at Fridley, Minnesota
3,000 h.p. Model C30-7 diesel- electric loco- motive	GE	3390G	Erie, Pennsyl- vania	25	BN 5001-5007 5582-5599	\$687,949.26	17,198,731.50	June 1979, at Erie, Pennsylvania
							<u>\$43,724,381.10</u>	

65

* The Estimated Unit Base Price includes prepaid freight to Fridley, Minnesota